### IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF OHIO WESTERN DIVISION

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In re:	) Chapter 11
MURRAY ENERGY HOLDINGS CO., et al.,1	) Case No. 19-56885 (JEH)
	) Judge John E. Hoffman, Jr
Debtors.	) (Jointly Administered)

#### MOTION OF GACP FINANCE CO., LLC TO FILE DOCUMENTS UNDER SEAL

GACP Finance Co., LLC, as DIP FILO Lender (in such capacity, the "<u>DIP FILO Lender</u>"), by and through its undersigned counsel, pursuant to 11 U.S.C. §§ 105(a) and 107(b) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "<u>Bankruptcy Rules</u>"), respectfully moves the Court for the entry of an order, in substantially the form attached hereto as <u>Exhibit A</u>, permitting the DIP FILO Lender to file certain documents with this Court under seal.

A memorandum in support of this Motion follows.

Dated: May 13, 2020 Cleveland, Ohio Respectfully submitted,

/s/ Rocco I. Debitetto

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<sup>&</sup>lt;sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. Such information may be obtained on the website of the Debtors' claims and noticing agent at https://cases.primeclerk.com/MurrayEnergy. The location of Debtor Murray Energy Holdings Co.'s principal place of business and the Debtors' service address in these chapter 11 cases is 46226 National Road, St. Clairsville, Ohio 43950.

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#### **MEMORANDUM IN SUPPORT**

- 1. By the Motion, the DIP FILO Lender requests that this Court enter an order (the "<u>Proposed Order</u>"), substantially in the form of the attached <u>Exhibit A</u>, authorizing it to file the DIP Enforcement Motion, the Louzan Declaration, and the Huygens Declaration (in each case as defined below) under seal, redacting from the DIP Enforcement Motion, the Louzan Declaration, and the Huygens Declaration such documents and information that the DIP FILO Lender believes to be confidential commercial information (the "<u>Designated Material</u>").
- 2. The relief requested by way of the Motion is necessary because, contemporaneously herewith, the DIP FILO Lender filed redacted versions of the *Motion of GACP* Finance Co., LLC to Enforce the Final DIP Order and Preserve the DIP FILO Collateral and Ability of DIP FILO Lender to Exercise Certain of Its Remedies (the "DIP Order Enforcement Motion"), the Declaration of Robert Louzan in Support of Motion of GACP Finance Co., LLC to Enforce the Final DIP Order and Preserve the DIP FILO Collateral and Ability of DIP FILO Lender to Exercise Certain of Its Remedies (the "Louzan Declaration"), and the Declaration of Paul Huygens in Support of Motion of GACP Finance Co., LLC to Enforce the Final DIP Order and Preserve the DIP FILO Collateral and Ability of DIP FILO Lender to Exercise Certain of Its Remedies (the "Huygens Declaration"), enforcing the Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [Docket No. 431] (the "Final DIP Order") and preserving the DIP FILO Collateral (as defined in the Final DIP Order) and the DIP FILO Lender's ability to exercise certain of its remedies. The DIP FILO Lender understands that certain information described in and/or attached as an exhibit

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to the DIP Enforcement Motion, the Louzan Declaration, and the Huygens Declaration may constitute confidential commercial information of the Debtors.

- 3. Section 107(b) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") requires the Court to protect confidential commercial information from public disclosure.

  11 U.S.C. § 107(b)(1) ("On request of a party in interest, the bankruptcy court shall . . . protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . .").
- 4. Bankruptcy Rule 9018 establishes the procedures by which a party in interest may obtain a protective order authorizing the filing of a document under seal. Pursuant to Bankruptcy Rule 9018, the Court, in response to a motion or upon its own initiative, "may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information . . ." Fed. R. Bankr. P. 9018.
- 5. "Commercial information" includes "information which would result in 'an unfair advantage to competitors by providing them with information as to the commercial operations of the debtor." *In re Alterra Healthcare Corp.*, 353 B.R. 66, 75 (Bankr. D. Del. 2006) (quoting *Video Software Dealers Ass'n v. Orion Pictures Corp.* (*In re Orion Pictures Corp.*), 21 F.3d 24, 27-28 (2d Cir. 1994)). Commercial information need not rise to the level of a trade secret to be protected under section 107(b) of the Bankruptcy Code. *See In re Orion Pictures Corp.*, 21 F.3d at 28. The information need only be confidential and commercial in nature. *Id.* at 27; *In re Handy Andy Home Improvement Centers, Inc.*, 199 B.R. 376, 381 (Bankr. N.D. Ill. 1996).
- 6. Moreover, the movant is not required to demonstrate "good cause" to file the relevant document(s) under seal. *See, e.g., id.* at 28; *Phar-Mor, Inc. v. Defendants Named Under Seal (In re Phar-Mor, Inc.)*, 191 B.R. 675, 679 (Bankr. N.D. Ohio 1995). Rather, if the material

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falls within one of the categories identified in section 107(b) of the Bankruptcy Code, "the court is *required* to protect a requesting interested party and has no discretion to deny the application." *In re Orion Pictures Corp.*, 21 F.3d at 27 (emphasis in original); *see also, e.g., In re Handy Andy Home Improvement Centers, Inc.*, 199 B.R. at 381.

- 7. Cause exists for the Court to grant the relief requested in this Motion. The DIP Order Enforcement Motion, the Louzan Declaration, and the Huygens Declaration contain certain information regarding the Debtors' assets and operations that the DIP FILO Lender believes the Debtors may view as confidential commercial information protected pursuant to section 107(b)(1) of the Bankruptcy Code, and may further be subject to the confidentiality provisions of Section 10.18 of the DIP Credit Agreement (as defined in the Final DIP Order). Disclosure of such information could potentially place the Debtors at a competitive disadvantage or harm their relations with other creditors and trade partners, or cause the DIP FILO Lender to breach the confidentiality provisions of the DIP Credit Agreement.
- 8. By this Motion, the DIP FILO Lender does not seek to restrict unduly, overly broadly or indefinitely the public's access to the hearing on its DIP Order Enforcement Motion "DIP Order Enforcement Hearing"). The DIP FILO Lender instead seeks to afford the Court the opportunity for an appropriate *in camera* review of the DIP Enforcement Motion with the unredacted Designated Material in advance of the DIP Order Enforcement Hearing; to protect, in the interim, information that the DIP FILO Lender reasonably believes to be confidential commercial information; and to facilitate the orderly conduct of the DIP Order Enforcement Hearing, including through developing the appropriate means for protecting confidential commercial information in that context.

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9. Specifically, the DIP FILO Lender requests authority to redact from its electronic filings of the DIP Enforcement Motion, the Louzan Declaration, the Huygens Declaration, and any exhibits to the foregoing, any references to Designated Material, and to similarly redact any documents containing or constituting Designated Material that may be attached to any filing made in connection with the DIP Enforcement Motion. In compliance with ECF Procedure 6, the DIP FILO Lender will, subsequent to electronic filing, provide the Clerk of the Court with both a paper form of the filing along with a copy on an acceptable electronic medium in PDF format, accompanied by a paper copy of the order authorizing the filing under seal, or by such other means as the Court directs. The DIP FILO Lender further requests that the complete, unredacted copy of any document filed under seal in accordance with the Proposed Order be deemed filed as of the date the redacted version is filed electronically with the Court.

- 10. The DIP FILO Lender will provide an unredacted copy of the DIP Order Enforcement Motion, the Louzan Declaration, and the Huygens Declaration to the Court and counsel to each of (i) the Debtors, (ii) the Committee, (iii) the DIP Administrative Agent, (iv) the DIP Collateral Agent, (v) the DIP Term Lenders (as defined in the Final DIP Order), and (vi) the Office of the United States Trustee for Region 9.
- 11. The DIP FILO Lender submits that the procedures set forth herein adequately protect the confidential commercial information, if any, contained in the DIP Enforcement Motion, the Louzan Declaration, the Huygens Declaration, and any documents containing or constituting Designated Material that may be attached to any filing made in connection with the DIP Enforcement Motion.<sup>2</sup>

<sup>&</sup>lt;sup>2</sup> While the DIP FILO Lender is not a party to the *Confidentiality Agreement and Stipulated Protective Order* [Docket No. 1060] (the "<u>Protective Order</u>") and the Designated Material is not "Discovery Material" as defined in, and thus not subject to, the Protective Order, the procedures proposed in this Motion are substantially consistent with those set forth in paragraphs 16 and 17 of the Protective Order.

#### **CONCLUSION**

WHEREFORE, the DIP FILO Lender respectfully requests that the Court enter an order, substantially in the form attached hereto as <u>Exhibit A</u>, (i) authorizing the DIP FILO Lender to file documents containing or constituting Designated Material under seal, and (ii) granting such other or further relief as the Court deems just or proper.

Dated: May 13, 2020 Cleveland, Ohio Respectfully submitted,

#### /s/ Rocco I. Debitetto

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### **CERTIFICATE OF SERVICE**

A true and correct copy of the foregoing *Motion of GACP Finance Co., LLC to File Documents under Seal* was served on the 13th day May 2020, electronically on all ECF participants registered in this case through the Court's ECF System at the email address registered with the Court, and upon the parties listed on the attached Master Service List as of May 7, 2020 via the method indicated therein.

/s/ Rocco I. Debitetto

One of the Attorneys for GACP Finance Co., LLC

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STAT	POSTAL	METHOD OF SERVICE
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STAT	POSTAL	METHOD OF SERVICE
US BANK NATIONAL ASSOCIATION AS	MURRAY ENERGY CORPORATE TRUST							
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STAT	POSTAL	METHOD OF SERVICE
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STAT	POSTAL	METHOD OF SERVICE
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STAT	POSTAL	METHOD OF SERVICE
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COMPANY, CERALVO HOLDINGS, LLC,								
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AND THOROUGHBRED RESOURCES, L.P.	THOMPSON HINE LLP	ATTN: JONATHAN S. HAWKINS	DISCOVERY PLACE	DRIVE, SUITE 400	MIAMISBURG	ОН	45342-4934	E-mail
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AND MARGARET ANNE WICKLAND, IN HER								
CAPACITY AS TRUSTEE FOR AND BEHALF OF								
(I) AN IRREVOCABLE TRUST ESTABLISHED BY	,							
VIRGINIA A. TETRICK AS DONOR ON								
DECEMBER 23, 1974, (II) A REVOCABLE								
TRUST ESTABLISHED BY WILLIS G. TETRICK,								
JR., CATHERINE TETRICK SUTTON, AND								
MARGARET ANNE TETRICK AS SETTLORS ON		ATTN: JORDAN S. BLASK AND						
AUGUST 23, 1985, AND GUY CORPORATION		MICHAEL A. SHINER	1500 ONE PPG PLACE		PITTSBURGH	PA	15222	E-mail
,,	2,1.15.						- '	-
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AGENCY, DEPARTMENT OF AGRICULTURE,			ENFORCEMENT SECTION,					
DEPARTMENT OF INTERIOR, AND ARMY		ATTN: MATTHEW INDRISANO, TRIAL	ENVIRONMENT AND NATURAL					
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STAT	POSTAL	METHOD OF SERVICE
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				18354 QUANTICO				
		C/O UNITED MINE WORKERS OF		GATEWAY DRIVE,				
UNITED MINE WORKERS OF AMERICA	UNITED MINE WORKERS OF AMERICA	AMERICA	ATTN: KEVIN FAGAN	SUITE 200	TRIANGLE	VA	22172	U.S. Mail
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		C/O UNITED MINE WORKERS OF		GATEWAY DRIVE,				
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		C/O UNITED MINE WORKERS OF	-					
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	UNITED MINE WORKERS OF AMERICA	-	-		-			
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	UNITED MINE WORKERS OF AMERICA							
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	(Citizen)							
	UNITED MINE WORKERS OF AMERICA		UMWA HEALTH & RETIREMENT	2121 K STREET, NW				
UNITED MINE WORKERS OF AMERICA	1992 BENEFIT PLAN	ATTN: COMPTROLLER	FUNDS	SUITE 350	WASHINGTON	DC	20037	U.S. Mail
ONTED WINE WORKERS OF AWERION	1552 521121111 2311	ATTIC COMPTROLLER	101103	30112 330	WASHINGTON		20037	0.5. 141411
	UNITED MINE WORKERS OF AMERICA	C/O UNITED MINE WORKERS OF						
UNITED MINE WORKERS OF AMERICA	INTERNATIONAL UNION	AMERICA	ATTN: CHARLES F. DONNELLY	310 GASTON AVENUE	FAIRMONT	wv	26554	U.S. Mail
OTTIES WITTE WORKERS OF AWIERIOA	UNITED MINE WORKERS OF AMERICA,	C/O UNITED MINE WORKERS OF	ATTIVE CHARLES TE DOTATELET	310 0//3/01/// 11/02	17 III III OIVI		20334	0.5. 141411
UNITED MINE WORKERS OF AMERICA	DISTRICT 31	AMERICA	ATTN: CHARLES F. DONNELLY	310 GASTON AVENUE	FAIRMONT	wv	26554	U.S. Mail
ONTED WINE WORKERS OF AWERICA	DISTRICT ST	AWERICA	ATTIV. CHARLEST. DOMNELLET	310 GASTON AVENUE	TAIRWON	***	20334	0.5. IVIUII
	UNITED MINE WORKERS OF AMERICA,	C/O UNITED MINE WORKERS OF						
UNITED MINE WORKERS OF AMERICA	LOCAL UNION 1501	AMERICA	ATTN: CHARLES F. DONNELLY	310 GASTON AVENUE	FAIRMONT	wv	26554	U.S. Mail
ONTED WINE WORKERS OF AWERICA	ECCAL GIVION 1301	AWERICA	ATTIV. CHARLEST. DONNELLET	310 GASTON AVENUE	TAIRWON	****	20334	0.5. IVIUII
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UNITED MINE WORKERS OF AMERICA	LOCAL UNION 1702	AMERICA	ATTN: CHARLES F. DONNELLY	310 GASTON AVENUE	EVIDWONI	wv	26554	U.S. Mail
ONTED WINE WORKERS OF AWERICA	LOCAL UNION 1702	AWERICA	ATTN. CHARLEST. DONNELLT	310 GASTON AVENUE	TAINWONT	VV V	20334	O.S. IVIAII
	UNITED MINE WORKERS OF AMERICA,	C/O UNITED MINE WORKERS OF						
UNITED MINE WORKERS OF AMERICA	LOCAL UNION 9909	AMERICA	ATTN: CHARLES F. DONNELLY	310 GASTON AVENUE	EVIDWONI	wv	26554	U.S. Mail
ONTED WINE WORKERS OF AWERICA	LOCAL GIVION 9309	AWERICA	ATTN. CHARLEST. DONNELLT	310 GASTON AVENUE	AIMVIONI	V V	20334	O.S. IVIAII
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US BANK NATIONAL ASSOCIATION AS	US BANK NATIONAL ASSOCIATION AS							
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STAT	POSTAL	METHOD OF SERVICE
LOCAL COUNSEL ON BEHALF OF THE		NOTICE WAINE	ADDITESS 1	ADDITESS E			I	WETHOR OF SERVICE
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AGENT, GLAS USA LLC, AS DIP								
ADMINISTRATIVE AGENT, AND GLAS								
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TRUSTEE FOR THE 11.25% SENIOR SECURED	WILMINGTON SAVINGS FUND SOCIETY,		500 DELAWARE AVENUE, 11TH					
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### **EXHIBIT A**

# IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF OHIO WESTERN DIVISION

In re:	)	Chapter 11
MURRAY ENERGY HOLDINGS CO., et al.,1	) ) '	Case No. 19-56885 (JEH)
	) ) . \	Judge John E. Hoffman, Jr.
Debtors.	) )	(Jointly Administered)
[PROPOSED] ORDER TO FILE DOCUMENT	) IS U	JNDER SEAL (REL. DOC. NO

This matter came before the Court pursuant to the May 13, 2020, *Motion of GACP Finance Co., LLC to File Certain Documents Under Seal* [Docket No. \_\_\_] (the "Motion"). Upon consideration of the Motion, this Court finds that: (a) it has jurisdiction over the matters raised in the Motion under 28 U.S.C. §§157 and 1334; (b) venue of this matter is proper under 28 U.S.C.

<sup>&</sup>lt;sup>1</sup> Due to the large number of Debtors in these chapter 11 cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. Such information may be obtained on the website of the Debtors' claims and noticing agent at https://cases.primeclerk.com/MurrayEnergy. The location of Debtor Murray Energy Holdings Co.'s principal place of business and the Debtors' service address in these chapter 11 cases is 46226 National Road, St. Clairsville, Ohio 43950.

§§1408 and 1409; (c) this matter is a core proceeding under 28 U.S.C. §157(b)(2); (d) adequate and proper notice of the Motion has been given and no other or further notice is necessary under the circumstances; (e) the Motion complies with the requirements of 11 U.S.C. §§ 105(a), 107(b) and Bankruptcy Rule 9018; and (f) the information provided in the Motion states sufficient cause for the Court to grant the relief requested therein.

Now, THEREFORE, in view of the foregoing FINDINGS, it is HEREBY ORDERED, ADJUDGED, and DECREED as follows:

- 1. The Motion is GRANTED as set forth herein.
- 2. Unless otherwise defined or stated in this Order, all capitalized terms used but not defined in this Order shall have the meanings ascribed to them in the Motion.
- 3. The DIP FILO Lender shall redact information containing or constituting Designated Material from any and all filings made in connection with the DIP Order Enforcement Motion.
- 4. If a filing includes reference to Designated Material, only that portion of the filing that specifically includes reference to the Designated Material shall be redacted.
- 5. If a document constituting Designated Material is filed with the Court, the DIP FILO Lender shall include in any electronic filing a redaction with the word "REDACTED" printed in place of the portion of the document constituting Designated Material.
- 6. All documents filed in accordance with this Order shall first be filed electronically in redacted form. Within one (1) business day after the electronic filing of a redacted document, the DIP FILO Lender shall provide the Clerk of the Court with both a paper form of the filing along with a copy on an acceptable electronic medium in PDF format, accompanied by a paper copy of this Order, or by such other means as the Court directs. The complete, unredacted copy

of any document filed under seal in accordance with this Order will be deemed to have been filed

nunc pro tunc to the date of the electronic redacted filing.

7. The DIP FILO Lender will provide an unredacted copy of the DIP Order

Enforcement Motion, the Louzan Declaration, and the Huygens Declaration to the Court and

counsel to each of (i) the Debtors, (ii) the Committee, (iii) the DIP Administrative Agent, (iv) the

DIP Collateral Agent, (v) the DIP Term Lenders (as defined in the Final DIP Order), and (v) Office

of the United States Trustee for Region 9. All other parties entitled to service of any document

filed in accordance with this Order shall be served with a redacted copy of such filing, unless

otherwise authorized by a separate order of this Court.

8. This Order shall be effective and enforceable immediately upon entry.

9. This Court shall retain jurisdiction with respect to all matters arising from or related

to the implementation of this Order.

10. This Order is without prejudice to any requests to protect any documents or

information, including without limitation Designated Material, at or in connection with the DIP

Order Enforcement Hearing.

IT IS SO ORDERED.

###

Prepared and respectfully submitted by:

/s/ Draft

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Cleveland, Ohio 44114

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-and-

Jennifer C. Hagle (admitted *pro hac vice*) Anna Gumport (admitted *pro hac vice*)

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Counsel for GACP Finance Co., LLC

**Copies to: Default List and Master Service List**